



RECEIVED

2004 SEP - 7 PM 2:43

BellSouth Telecommunications, Inc
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

T.R.A. DOCKET ROOM

Guy M Hicks
General Counsel

615 214 6301
Fax 615 214 7406

September 3, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Level 3 Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 04-00280

Dear Chairman Miller

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Level 3 Communications, LLC and BellSouth Telecommunications, Inc are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated June 23, 2004. The Amendment modifies Attachment 3 Local Interconnection, Exhibit A, Rates.

Thank you for your attention to this matter.

Sincerely yours,

Guy M Hicks

cc. Director of Interconnection Services, Level 3 Communications, LLC
Vice President – Public Policy and Government Affairs, Level 3 Communications, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Level 3 Communications, L L C Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

**PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELLSOUTH TELECOMMUNICATIONS, INC.
AND LEVEL 3 COMMUNICATIONS, L.L.C.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, Level 3 Communications, L.L.C. ("Level 3") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 23, 2004 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Level 3 and BellSouth state the following.

1. Level 3 and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Level 3. The Interconnection Agreement was filed with the Tennessee Regulatory Authority ("TRA") on June 10, 2004.

2. The parties have recently negotiated an Amendment to the Agreement which modifies Attachment 3, Exhibit A, Rates. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Level 3 and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Level 3 within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Level 3 and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Level 3 and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 3rd day of Sept., 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By:

Guy M. Hicks

333 Commerce Street, Suite 2101

Nashville, Tennessee 37201-3300

(615) 214-6301

Attorney for BellSouth

**AMENDMENT
TO THE
AGREEMENT BETWEEN
LEVEL 3 COMMUNICATIONS, LLC
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
EFFECTIVE JUNE 23, 2004**

Pursuant to this Amendment, (the "Amendment") Level 3 Communications, LLC ("Level 3") and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties", hereby agree to certain rates to be agreed to under the Interconnection Agreement dated June 23, 2004 ("Agreement") to be effective upon the date of the last signature executing the Amendment

WHEREAS, BellSouth and Level 3 entered into the Agreement with an effective date June 23, 2004, and,

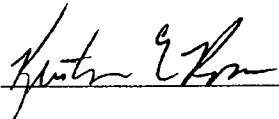
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows.

1. Attachment 3, Exhibit A, Rates to the Agreement are hereby deleted in its entirety and replaced with a new Attachment 3, Exhibit A, Rates, as set forth in Exhibit 1 attached hereto and incorporated herein by this reference
2. The parties agree these rates are to be effective June 23, 2004
3. All of the other provisions of the Agreement, effective June 23, 2004, shall remain in full force and effect
4. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Communications Act of 1934 as amended by the Federal Telecommunications Act of 1996

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below

BellSouth Telecommunications, Inc.

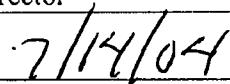
By



Name Kristen E. Rowe

Title Director

Date



Level 3 Communications, L.L.C.

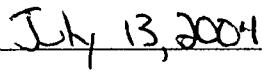
By



Name: Lc. Charles D. Keesee II

Title Vice President

Date



Level 3 Communications, L.L.C. Amendment

[CCCS Amendment 2 of 11]

[CCCS Amendment 2 of 11]

CATEGORY	RATE ELEMENTS	Inten m	Zone	BCS	USOC	RATES (\$)	Attachment 3			Exhibit A		
							Rec	Nonrecurring	Nonrecurring First	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
LOCAL INTERCONNECTION - Alabama												
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND LOCAL TRAFFIC per MOU	TANDEM SWITCHING			OHD			OHD	Nonrecurring	First	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Single Rate for SP-Bound Traffic and Local Traffic per MOU	Tandem Switching Function Per MOU			OHD		0 0007	OHD	Nonrecurring	First	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Multiple Tandem Switching per MOU (applies to initial tandem only)	Tandem Intermediate Charge, per MOU			OHD		0 000498	OHD	Nonrecurring	First	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
				OHD		0 000498	OHD	Nonrecurring	First	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
				OHD		0 000498	OHD	Nonrecurring	First	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges												
TRUNK CHARGE												
Installation Trunk Side Service - per DS0	INTEROFFICE CHANNEL - DEDICATED TRANSPORT			OHD		TPP6X	OHD	21.56bk	8.12bk	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Dedicated End Office Trunk Port Service per DS0**				OHD		TPP9X	OHD	21.56bk	8.12bk	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Dedicated End Office Trunk Port Service per DS1**				OHD		TDEOP	OHD	0.00	0.00	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Dedicated Tandem Trunk Port Service per DS0**				OHD		TDE1P	OHD	0.00	0.00	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Dedicated Tandem Trunk Port Service per DS1**				OHD		TOWOP	OHD	0.00	0.00	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements				OHD		TOW1P	OHD	0.00	0.00	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
COMMON TRANSPORT (Shared)												
Common Transport - Per Mile Per MOU				OHD			OHD	0.0000023	0.0000023	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Common Transport - Facilities Termination Per MOU				OHD			OHD	0.0000224	0.0000224	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)												
Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - per Mile per month				OHM		1L5NF	OHM	0.008838bk		Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Facility Termination per month				OHM		1L5NF	OHM	21.13bk	40.54bk	27.41bk	16.74bk	6.90bk
Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month				OHM		1L5NK	OHM	0.008838bk		Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month				OHM		1L5NK	OHM	15.12bk	40.54bk	27.41bk	16.74bk	6.90bk
Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month				OHM		1L5NK	OHM	0.008838bk		Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month				OHM		1L5NK	OHM	15.12bk	40.54bk	27.41bk	16.74bk	6.90bk
Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month				OH1 OH1MS		1L5NL	OH1 OH1MS	0.18bk		Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month				OH1 OH1MS		1L5NL	OH1 OH1MS	60.16bk	89.27bk	81.81bk	16.35bk	14.44bk
Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month				OH3 OH3MS		1L5NM	OH3 OH3MS	4.09bk		Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month				OH3 OH3MS		1L5NM	OH3 OH3MS	703.52bk	278.75bk	162.76bk	60.20bk	58.16bk
LOCAL CHANNEL - DEDICATED TRANSPORT												
Local Channel - Dedicated 2-Wire Voice Grade per month				OHM		TEFV2	OHM	13.97bk	193.10bk	33.17bk	36.64bk	3.20bk
Local Channel - Dedicated 4-Wire Voice Grade per month				OHM		TEFVA	OHM	14.93bk	193.53bk	33.66bk	37.11bk	3.67bk
Local Channel - Dedicated - DS1 per month				OH1		TEFHG	OH1	35.76bk	177.47bk	153.73bk	22.19bk	15.26bk
MULTIPELERS												
Channelization - DS1 to DS0 Channel System				OH1 OH1MS		SATIN1	OH1 OH1MS	101.06bk	91.04bk	62.57bk	10.54bk	9.79bk
DS3 to DS1 Channel System per month				OH3 OH3MS		SATIN2	OH3 OH3MS	168.13bk	178.14bk	93.91bk	33.26bk	31.63bk
DS3 Interface Unit (DS1 COCL) per month				OH1 OH1MS		SATCO	OH1 OH1MS	12.70bk	6.58bk	4.72bk	83.58bk	
LOCAL INTERCONNECTION MID-SPAN MEET												
NOTE If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable				OH1MS		TEFHG	OH1MS	0.00	0.00	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental
Local Channel - Dedicated - DS1 per month				OH3MS		TEFHJ	OH3MS	0.00	0.00	Charge - Manual Svc Order vs Electronic Disc Add'l	Incremental	Incremental

CATEGORY	RATE ELEMENTS	Interi m	Zone	BCS	USOC	RATES (\$)	Attachment 3				Exhibit A							
							Rec	Nonrecurring First	Charge - Manual Svc Order vs Electronic- 1st	Charge - Manual Svc Order vs Electronic- Add'l	Svc Order	Submitted Elec per LSR	Incremental Charge - Manual Svc Order vs Electronic- Disc Add'l					
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																		
NOTE "X" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3																		
INTERCARRIER COMPENSATION FOR LOCAL TRANSIT TRAFFIC AND LOCAL TRAFFIC																		
Single Rate for ISP-Bound Traffic and Local Traffic per MOU																		
TANDEM SWITCHING																		
Tandem Switching Function per MOU				OHD		0 0006019												
Multiple Tandem Switching per MOU (applies to initial tandem only)				OHD		0 006019												
Tandem Intermediary Charge per MOU*				OHD		0 0015												
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges																		
TRUNK CHARGE																		
Installation Trunk Side Service - per DS0				OHD	TBP6X	21 73bk	8 18bk											
Installation Trunk Side Service - per DS0				OHD	TBP9X	21 73bk	8 18bk											
Dedicated End Office Trunk Port Service per DS0**				OHD	TDE1P	0 00												
Dedicated End Office Trunk Port Service per DS0**				OHD	TOY1P	0 00												
Dedicated Tandem Trunk Port Service per DS0**				OHD	TOY1P	0 00												
Dedicated Tandem Trunk Port Service per DS0**				OHD	TOY1P	0 00												
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																		
COMMON TRANSPORT (Shared)																		
Common Transport - Per Mile, Per MOU				OHD	0 0000035													
Common Transport - Facilities Termination Per MOU				OHD	0 0004372													
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																		
INTERFACE CHANNEL - DEDICATED TRANSPORT																		
Per Mile per month				OHM	11.5NF	0 00910k												
Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade -				OHM	11.5NF	25 22bk	47 35bk	31 78bk	18 31bk	7 03bk								
Facility Termination per month				OHM	11.5NK	0 00910k												
Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month				OHM	11.5NK	18 44bk	47 35bk	31 78bk	18 31bk	7 03bk								
Termination per month				OHM	11.5NK	0 00910k												
Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month				OHM	11.5NK	18 44bk	47 35bk	31 78bk	18 31bk	7 03bk								
Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month				OHM	11.5MS	0 1856bk												
Interoffice Channel - Dedicated Transport - DS1 - Per Mile per month				OH1 OH1MS	11.5NL	88 44bk	105 54bk	98 47bk	21 47bk	19 05bk								
Termination per month				OH1 OH1MS	11.5NL													
Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month				OH3 OH3MS	11.5NM	3 870k												
Termination per month				OH3 OH3MS	11.5NM	107 1000k	335 46bk	219 28bk	72 03bk	70 56bk								
LOCAL CHANNEL - DEDICATED TRANSPORT																		
Local Channel - Dedicated 2-Wire Voice Grade per month				OHM	TEFV2	19 680k	265 84bk	46 97k	37 63bk	4 00bk								
Local Channel - Dedicated - 4-Wire Voice Grade per month				OHM	TEFV4	20 450k	266 54bk	47 67bk	44 22bk	5 33bk								
Local Channel - Dedicated - DS1 per month				OH1	TEFHG	36 390k	216 65bk	183 54bk	24 30bk	18 95bk								
Local Channel - Dedicated - DS3 Facility Termination per month				OH3	TEFHJ	53 191bk	556 37bk	343 01bk	139 13bk	96 84bk								
LOCAL INTERCONNECTION MID-SPAN MEET																		
NOTE If Across service side Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable				OHIMS	TEFHG	0 00	0 00											
Local Channel - Dedicated - DS1 per month				OH3MS	TEFHJ	0 00	0 00											
MULTIPLIERS																		
Channellization - DS1 to DS0 Channel System				OH1 OH1MS	SATN1	146 770k	101 42bk	71 62bk	11 09bk	10 99bk								
DS3 to DS1 Channel System per month				OH3 OH3MS	SATNS	211 79bk	199 28bk	118 64bk	40 34bk	39 07bk								
DS3 Interface Unit (DS1 COC) per month				OH1 OH1MS	SATCO	13 75bk	10 07bk	7 00bk										

CATEGORY	RATE ELEMENTS	Inten m	Zone	BCS	USOC	RATES (\$)	Nonrecurring		Nonrecurring Disconnected		Attachment 3		Exhibit A							
							Rec	First Audit	First	Add'l	Svc Order	Svc Order	Incremental Submitted Elec per LSR	Charge - Manual Svc Order vs Electronic- Add'l						
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																				
NOTE: "0M" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3																				
INTERCARRIER COMPENSATION FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC, per MOU																				
Single Rate for ISP-Bound Traffic and Local Traffic, per MOU																				
TANDEN SWITCHING																				
Tandem Switching Function Per MOU																				
Multiple Tandem Switching per MOU (applies to initial Landam only)																				
Tandem Intermediary Charge, per MOU*																				
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges																				
TRUNK CHARGE																				
Installation Trunk Site Service - per DS0																				
Installation Trunk Site Service - per DS0																				
Dedicated End Office Trunk Port Service-Her DS1**																				
Dedicated End Office Trunk Port Service-Her DS1**																				
Dedicated Tandem Trunk Port Service-per DS0***																				
Dedicated Tandem Trunk Port Service-per DS1***																				
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																				
COMMON TRANSPORT (Shared)																				
Common Transport - Facilities Termination Per MOU																				
Common Transport - Facilities Termination Per MOU																				
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																				
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																				
Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month																				
Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month																				
Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month																				
Interoffice Channel - Dedicated Transport - 54 kbps - per mile per month																				
Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month																				
Interoffice Channel - Dedicated Transport - DS1 - Per Mile per month																				
Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month																				
LOCAL CHANNEL - DEDICATED TRANSPORT																				
Local Channel - Dedicated - 2-Wire Voice Grade per month																				
Local Channel - Dedicated - 4-Wire Voice Grade per month																				
Local Channel - Dedicated - DS1 per month																				
Local Channel - Dedicated - DS3 Facility Termination per month																				
LOCAL INTERCONNECTION MID-SPAN MEET																				
NOTE If Access Service Ade Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.																				
Local Channel - Dedicated - DS1 per month																				
MULTIPLEXERS																				
Channelization - DS1 to DS0 Channel System																				
DS1 to DS1 Channel System per month																				
DS3 Interface Unit (DS1 GCO) per month																				

Exhibit 1-Bill and Keep Rates

CATEGORY	RATE ELEMENTS	Intert m	BCS	USOC	RATES (\$)	Rec	Nonrecurring First	Nonrecurring Disconnect First	Attachment 3		Exhibit A									
									Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Charge - Manual Svc Order vs Electronic- 1st	Charge - Manual Svc Order vs Electronic- Add 1								
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																				
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3																				
INTERCARRIER COMPENSATION FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC																				
Single Rate for ISP-Bound Traffic and local Traffic, per MOU							0.0007													
INTERCARRIER COMPENSATION FOR LOCAL TRANSIT TRAFFIC AND MTA TRAFFIC																				
TANDEM SWITCHING																				
Tandem Switching Function Per MOU		OHD					0.0006772													
Multiple Tandem Switching per MOU (applies to initial tandem only)		OHD					0.006772													
Tandem Intermediary Charge per MOU*		OHD					0.0015													
*This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges																				
TRUNK CHARGE																				
Installation Trunk Side Service - per DS0		OHD	TPP6X				21.58bk	8	13bk											
Installation Trunk Side Service - per DS0		OHD	TPP9X				21.58bk	6	13bk											
Dedicated End Office Trunk Port Service-per DS0**		OHD	TOEOP				0.00													
Dedicated End Office Trunk Port Service-per DS0**		OHI OH1MS	TOE1P				0.00													
Dedicated Tandem Trunk Port Service-per DS0**		OHD	TOWOP				0.00													
Dedicated Tandem Trunk Port Service-per DS0**		OHI OH1MS	TOWIP				0.00													
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																				
COMMON TRANSPORT (Shared)																				
Common Transport - Per Mile, Per MOU		OHD					0.000003													
Common Transport - facilities termination Per MOU		OHD					0.0007486													
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																				
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																				
Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month		OH-M	1L5NF				0.010bk													
Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Facility Termination per month		OH-M	1L5NF				29.1tbk	41.734bk	31.78bk	22.77bk										
Interoffice Channel - Dedicated Transport - 64 kbps - Per mile per month		OH-M	1L5NK				0.0115bk													
Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month		OH-M	1L5NK				20.97bk	47.35bk	31.78bk	22.77bk	8.75bk									
Interoffice Channel - Dedicated Transport - 64 kbps - Per mile per month		OH-M	1L5NK				0.0115bk													
Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month		OH-M	1L5NK				20.97bk	47.35bk	31.78bk	22.77bk	8.75bk									
Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month		OHI OH1MS	1L5NL				0.23bk													
Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month		OHI OH1MS	1L5NL				96.04bk	105.52bk	98.46bk	23.09bk	20.49bk									
Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month		OH3 OH3MS	1L5NM				4.97bk													
Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month		OH3 OH3MS	1L5NM				117.15bk	335.4bk	219.24bk	89.57bk	87.75bk									
LOCAL CHANNEL - DEDICATED TRANSPORT																				
Local Channel - Dedicated - 2-Wire Voice Grade per month		OH-M	TEFV2				18.57bk	265.78bk	46.96bk	46.79bk	4.98bk									
Local Channel - Dedicated - 4-Wire Voice Grade per month		OH-M	TEFV4				19.86bk	266.38bk	47.65bk	47.54bk	5.73bk									
Local Channel - Dedicated - DS1 per month		OHI	TEFFHG				40.46bk	299.6bk	176.51bk	30.21bk	21.07bk									
Local Channel - Dedicated - DS3 Facility Termination per month		OH3	TEFHJ				576.05bk	551.38bk	338.08bk	173bk	120.42bk									
LOCAL INTERCONNECTION MID-SPAN MEET																				
Note: If Access service and Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable		OH1MS	TEFHG				0.00	0.00												
Local Channel - Dedicated - DS1 per month		OH3MS	TEFHJ				0.00	0.00												
MULTIPEXERS																				
Channellization - DS1 to DS0 Channel System		OHI OH1MS	SATN1				113.32bk	101.4bk	71.6bk	13.75bk	13.04bk									
DS3 to DS1 Channel System per month		OH3 OH3MS	SATNS				158.2bk	198.23bk	118.62bk	50.16bk	bk									
DS3 Interface Unit (DS1 COC) per month		OHI OH1MS	SATCO				11.8bk	10.07bk	7.08bk											

CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES (\$)	Attachment 3		Exhibit A												
						Rec	Nonrecurring	Svc Order Submitted Manually per LSR	Charge - Manual Svc Order vs Electronic - 1st	Incremental Charge - Manual Svc Order vs Electronic - Add'l	Incremental Charge - Manual Svc Order vs Electronic - Disc 1st									
LOCAL INTERCONNECTION CALL TRANSPORT AND TERMINATION																				
NOTE: "b" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																				
INTERCARRIER COMPENSATION FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC																				
Single Rate for ISP-Bound Traffic and Local Traffic per MOU																				
TANDEM SWITCHING																				
Tandem Switching Function Per MOU		OHD		0 0005507		First		Nonrecurring Disconnect First Add'l												
Multiple Tandem Switching per MOU (applies to initial tandem only)		OHD		0 0005507		0 0015		OSS Rates (\$)												
Tandem Intermediate Charge, per MOU*																				
TRUNK CHARGE																				
Installation Trunk Side Service - per DS0		OHD		TPP6X		21 64bk		8 15bk												
Installation Trunk Side Service - per DS0		OHD		TPP9X		21 64bk		8 15bk												
Dedicated End Office Trunk Port Service-per DS0**		OHD		TDEOP		0 00														
Dedicated Tandem Trunk Port Service-per DS0**		OHD		TDWOP		0 00														
Dedicated Tandem Trunk Port Service-per DS1**		OHD		TDWIP		0 00														
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																				
COMMON TRANSPORT (Shared)																				
Common Transport - Per Mile Per MOU		OHD		0 0000032		0 0000032														
Common Transport - Facilities Termination Per MOU		OHD		0 0005748		0 0005748														
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																				
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																				
Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month		OHM		1L5NF		0 013bk														
Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Facility Termination per month		OHM		1L5NF		22 60bk		3 9 36bk												
Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month		OHM		1L5NK		0 013bk														
Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month		OHM		1L5NK		15 61bk		3 9 37bk												
Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month		OHM		1L5NK		0 013bk														
Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month		OHM		1L5NK		15 61bk		3 9 37bk												
Interoffice Channel - Dedicated Transport - DS1 - Per Mile per month		OH1 CH1MS		1L5NL		0 2652bk														
Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month		OH1 CH1MS		1L5NL		70 47bk		8 6 59bk												
Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month		OH3 OH3MS		1L5NM		6 04bk		79 44bk												
Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month		OH3 OH3MS		1L5NM		650 150k		27 0 69bk												
LOCAL CHANNEL - DEDICATED TRANSPORT																				
Local Channel - Dedicated - 2-Wire Voice Grade per month		OHM		TEFV2		18 22bk		32 21bk												
Local Channel - Dedicated - 4-Wire Voice Grade per month		OHM		TEFV4		19 11bk		32 63bk												
Local Channel - Dedicated - DS1 per month		OH1		TEFHG		39 18bk		149 27bk												
Local Channel - Dedicated - DS3 Facility Termination per month		OH3		TEFHJ		469 44bk		438 46bk												
LOCAL INTERCONNECTION MID-SPAN MEET																				
Note: I Access service can be Mid-Span Meet, one-half the tariffed service Local Channel rate us applicable.																				
Local Channel - Dedicated - DS1 per month		OHIMS		TEFHG		0 00		0 00												
Local Channel - Dedicated - DS3 per month		OHMS		TEFHJ		0 00		0 00												
MULTIPLEXERS																				
Channelization - DS1 to DS0 Channel System per month		OH1 OH1MS		SA1N1		105 09bk		88 41bk												
DS3 Interface Unit (DS1 COCH) per month		OH3 OH3MS		SA1N2		201 48bk		172 99bk												
DS3 Interface Unit (DS1 COCH) per month		OH1 OH1MS		SA1CO		11 78bk		6 39bk												

CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES (\$)	Rec	Nonrecurring First	Nonrecurring Disconnect Add'l	Exhibit A											
									Svc Order Submitted Elec per LSR	Charge - Manual Svc Order vs Electronic- 1st	Attachment 3 Incremental Charge - Manual Svc Order vs Electronic- Add'l	Attachment 3 Incremental Charge - Manual Svc Order vs Electronic- Disc 1st								
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																				
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3																				
INTERCARRIER COMPENSATION FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC																				
Single Rate for ISP-Bound Traffic and local Traffic, over MOU									0 00007											
INTERCARRIER COMPENSATION FOR LOCAL TRANSIT TRAFFIC AND MTA TRAFFIC																				
Tandem Switching Function Per MOU		OHD				0 0005379														
Multiple Tandem Switching per MOU (applies to initial tandem only)		OHD				0 0005379														
Tandem Intermediary Charge per MOU*		OHD				0 00015														
*This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges																				
TRUNK CHARGE																				
Installation Trunk Side Service - per DS0	OHD	TPP6X				2 158bk	8 13bk													
Installation Trunk Side Service - per DS0	OHD	TPP9X				21 58bk	8 13bk													
Dedicated End Office Trunk Port Service-per DS0**	OHD	TDEOP				0 00														
Dedicated End Office Trunk Port Service-per DS0***	OHD	TDWIP				0 00														
Dedicated Tandem Trunk Port Service-per DS0**	OHD	TDWOP				0 00														
Dedicated Tandem Trunk Port Service-per DS1**	OHD	TDWIP				0 00														
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching per MOU rate elements																				
COMMON TRANSPORT (Shared)																				
Common Transport - Per Mile, Per MOU	OHD					0 0000026														
Common Transport - Facilities Termination Per MOU	OHD					0 0004541														
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																				
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																				
Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month	OHM	1L5NF				0 0098bk														
Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Facility Termination per month	OHM	1L5NF				22 52bk	40 77bk	27 57bk	17 28bk	7 11bk										
Interoffice Channel - Dedicated Transport - 56 kbps - Per mile per month	OHM	1L5NK				0 0098bk														
Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month	OHM	1L5NK				15 68bk	40 78bk	27 57bk	17 28bk	7 11bk										
Interoffice Channel - Dedicated Transport - 64 kbps - Per mile per month	OHM	1L5NK				0 0098bk														
Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month	OHM	1L5NK				15 68bk	40 78bk	27 57bk	17 28bk	7 11bk										
Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month	OH1 OH1MS	1L5NL				0 201bk														
Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month	OH1 OH1MS	1L5NL				57 53bk	89 79bk	82 28bk	16 88bk	14 3bk										
Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month	OH3 OH3MS	1L5NM				4 76bk														
Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month	OH3 OH3MS	1L5NM				641 9bk	28 37bk	16 3 7bk	62 08bk	60 29bk										
LOCAL CHANNEL - DEDICATED TRANSPORT																				
Local Channel - Dedicated - 2-Wire Voice Grade per month	OHM	TEFV2				14 91bk	194 22bk	33 39bk	37 7bk	3 3bk										
Local Channel - Dedicated - 4-Wire Voice Grade per month	OHM	TEFV4				15 98bk	194 66bk	33 5bk	38 28bk	3 7bk										
Local Channel - Dedicated - DS1 per month	OH1	TEFHG				36 93bk	178 5bk	154 61bk	22 88bk	15 74bk										
Local Channel - Dedicated - DS3 Facility Termination per month	OH3	TEFHU				413 87bk	454 13bk	264 47bk	123 28bk	86 19bk										
LOCAL INTERCONNECTION MID-SPAN MEET																				
NOTE: If Access Service Info Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable	OHMIS	TEFHG				0 00	0 00													
Local Channel - Dedicated - DS1 per month	OHMS	TEFHU				0 00	0 00													
MULTIPLAYERS																				
Channelization - DS1 to DS0 Channel System	OH1 OH1HMS	SATN1				102 35bk	9 51bk	62 94bk	10 87bk	10 1bk										
DS3 Interface Unit (DS3 COCH) per month	OH3 OH3MS	SATNS				170 53bk	179 77bk	94 52bk	34 3bk	32 82bk										
DS3 Interface Unit (DS3 COCH) per month	OH1 OH1HMS	SATCO				12 96bk	6 62bk	4 74bk												

Exhibit 1-Bill and Keep Rates

CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES (\$)	Rec	Nonrecurring	Nonrecurring Disconnect	Attachment 3	Exhibit A
						First	Add'l	First	Incremental	Incremental
Svc Order Submitted Eloc per LSR	Manual Svc Order vs Electronic-1st	Charge - Manual Svc Order vs Electronic-Add 1	Charge - Manual Svc Order vs Electronic-Add 1	Charge - Manual Svc Order vs Electronic-Add 1	Charge - Manual Svc Order vs Electronic-Add 1	Svc Order Submitted Eloc per LSR	Manual Svc Order vs Electronic-1st	Charge - Manual Svc Order vs Electronic-Add 1	Charge - Manual Svc Order vs Electronic-Add 1	Charge - Manual Svc Order vs Electronic-Add 1
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)										
NOTE: "b" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.										
INTERCARRIER COMPENSATION FOR ISIP-BOUND TRAFFIC AND LOCAL TRAFFIC										
Single Rate for ISIP-Bound Traffic and Local Traffic per MOU										
INTERCARRIER COMPENSATION FOR LOCAL TRANSIT TRAFFIC AND MTA TRAFFIC										
TANDEM SWITCHING										
Tandem Switching Function Per MOU	OHD				0.0012					
Multiple Tandem Switching per MOU applies to initial tandem only.	OHD				0.0012					
Tandem Intermediate Charge per MOU*	OHD				0.0015					
*This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges										
TRUNK CHARGE										
Installation Trunk Side Service - per DS0	OHD	TPP6X			21.55bk	8.12bk				
Installation Trunk Side Service - per DS0	OHD	TPP9X			21.55bk	8.12bk				
Dedicated End Office Trunk Port Service-per DS1**	OHD	TDEOP	0.00							
Dedicated Tandem Trunk Port Service-per DS0***	OH1 OH1MS	TDE1P	0.00							
Dedicated Tandem Trunk Port Service-per DS1***	OH2 OH2MS	TDWCP	0.00							
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching per MOU rate elements										
COMMON TRANSPORT (Shared)										
Common Transport - Per Mile Per MOU	OHD				0.00001					
Common Transport - Facilities Termination Per MOU	OHD				0.00034					
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)										
INTERFACE CHANNEL - DEDICATED TRANSPORT										
Interface Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month	OHM	1L5NF	0.0282bk							
Interface Channel - Dedicated Transport - 2-Wire Voice Grade - Facility Termination per month	OHM	1L5NF	18bk	137.48bk	52.58bk					
Interface Channel - Dedicated Transport - 64 kbps - Per mile per month	OHM	1L5NK	0.0282bk							
Interface Channel - Dedicated Transport - 64 kbps - Facility Termination per month	OHM	1L5NK	18bk	137.48bk	52.58bk					
Interface Channel - Dedicated Channel - DS1 - Per Mile per month	OH1 OH1MS	1L5NL	0.5753bk							
Interface Channel - Dedicated Transport - DS1 - Facility Termination per month	OH1 OH1MS	1L5NL	71.29bk	217.17bk	163.75bk					
Interface Channel - Dedicated Transport - DS3 - Per Mile per month	OH3 OH3MS	1L5NM	12.98bk							
Interface Channel - Dedicated Transport - DS3 - Facility Termination per month	OH3 OH3MS	1L5NM	720.38bk	794.94bk	579.55bk					
LOCAL CHANNEL • DEDICATED TRANSPORT										
Local Channel - Dedicated - 2-Wire Voice Grade per month	OHM	TEFV2	11.24bk	55.8bk	89.69bk					
Local Channel - Dedicated - 4-Wire Voice Grade per month	OHM	TEFV4	12.03bk	56.23bk	92.67bk					
Local Channel - Dedicated - DS1 per month	OH1	TEFHG	27.05bk	53.44bk	462.69bk					
Local Channel - Dedicated - DS3 Facility Termination per month	OH3	TEFHJ	298.92bk	438.48bk	256.3bk					
LOCAL INTERCONNECTION MID-SPAN MEET										
NOTE: If Access service code Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable										
Local Channel - Dedicated - DS1 per month	OH1MS	TEFHG	0.00	0.00						
Local Channel - Dedicated - DS3 per month	OH3MS	TEFHJ	0.00	0.00						
MULTIFLEXERS										
Channelization - DS1 to DS0 Channel System	OH1 OH1MS	SATN1	146.59bk	197.78bk	140.06bk					
DS3 to DS1 Channel System per month	OH3 OH3MS	SATNS	233.18k	40.397bk	234.98bk					
DS3 Interface Unit (DS1 OC1) per month	OH1 OH1MS	SATCO	16.07bk	1.3.95bk	9.38bk					

CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES (\$)	Rec	Nonrecurring	Nonrecurring Disconnect Add'l	Attachment 3		Exhibit A									
									Svc Order Submitted	Svc Order Submitted Manually per LSR	Charge - Manual Svc Order vs Electronic-1st	Charge - Manual Svc Order vs Electronic-Add'l								
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																				
NOTE: 'bk' beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3																				
INTERCARRIER COMPENSATION FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC																				
Single Rate for ISP-Bound Traffic and Local Traffic per MOU																				
INTERCARRIER COMPENSATION FOR LOCAL TRANSIT TRAFFIC AND MTA TRAFFIC																				
TANDEM SWITCHING																				
Tandem Switching Function Per MOU																				
Multiple Tandem Switching per MOU applies to initial tandem only.																				
Tandem Intermediate Charge, per MOU*																				
*This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges																				
TRUNK CHARGE																				
Installation Trunk Side Service - per DS0																				
Installation Trunk Side Service - per DS0																				
Dedicated End Office Trunk Port Service-per DS0**																				
Dedicated End Office Trunk Port Service-per DS1**																				
Dedicated Tandem Trunk Port Service-per DS0**																				
Dedicated Tandem Trunk Port Service-per DS1**																				
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																				
COMMON TRANSPORT (Shared)																				
Common Transport - Per Mile Per MOU																				
Common Transport - Facilities Termination Per MOU																				
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																				
INTERFACE CHANNEL - DEDICATED TRANSPORT																				
Interface Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month																				
Interface Channel - Dedicated Transport - 64 kbps - Facility																				
Termination per month																				
Interface Channel - Dedicated Transport - 64 kbps - per mile per month																				
Interface Channel - Dedicated Transport - 64 kbps - Facility																				
Termination per month																				
Interface Channel - Dedicated Channel - DS1 - Per Mile per month																				
Interface Channel - Dedicated Transport - DS1 - Facility																				
Termination per month																				
Interface Channel - Dedicated 2-Wire Voice Grade per month																				
Local Channel - Dedicated - 4-Wire Voice Grade per month																				
Local Channel - Dedicated - DS1 per month																				
Local Channel - Dedicated - DS2 Facility Termination per month																				
LOCAL INTERCONNECTION MID-SPAN MEET																				
Note if Access service code Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable																				
Local Channel - Dedicated - DS1 per month																				
MULTIPLEXERS																				
Channelization - DS1 to DS0 Channel System																				
DS3 to DS1 Channel System per month																				
DS3 Interface Unit (DS1 COU) per month																				

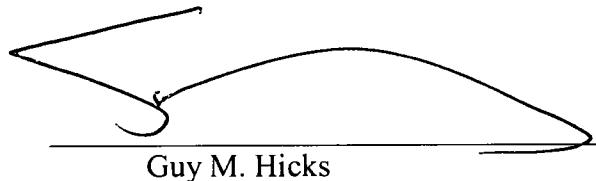
CATEGORY	RATE ELEMENTS	Inten m	Zone	BCS	USOC	RATES (\$)		Rec	Nonrecuring First	Add'l	Attachment 3		Exhibit A		
						Incremental	Incremental				Manually	Manual Svc	Order vs	Order	
											Order	Order	Electroni-	Electroni-	
											1st	1st	Disc 1st	Disc 1st	
LOCAL INTERCONNECTION – Tennessee															OSS Rates \$)
INTERCARRIER COMPENSATION FOR LOCAL TRANSIT TRAFFIC AND LOCAL TRAFFIC															SOMAN
Single Rate for ISP-Bound Traffic and Local Traffic per MOU															SOMAN
TANDEM SWITCHING															SOMAN
Tandem Switching Function Per MOU															SOMAN
Multiple Tandem Switching per MOU (applies to initial tandem only)															SOMAN
Tandem Intermediary Charge per MOU*															SOMAN
*This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges															
TRUNK CHARGE															
Installation Trunk Side Service - per DS0															
Installation Trunk Side Service - per DS0															
Dedicated End Office Trunk Port Service-per DS0**															
Dedicated End Office Trunk Side Service-per DS0**															
Dedicated Tandem Trunk Port Service-per DS0**															
Dedicated Tandem Trunk Port Service-per DS0**															
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements															
COMMON TRANSPORT (Shared)															
Common Transport - Per Mile - Per MOU															
Common Transport - Facilities Termination Per MOU															
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)															
INTEROFFICE CHANNEL - DEDICATED TRANSPORT															
Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade -															
Per Mile per month															
Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Facility															
Termination per month															
Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month															
Interoffice Channel - Dedicated Transport - 64 kbps - Facility															
Termination per month															
Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month															
Interoffice Channel - Dedicated Transport - DS1 - Facility															
Termination per month															
Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month															
Interoffice Channel - Dedicated Transport - DS3 - Facility															
Termination per month															
LOCAL CHANNEL - DEDICATED TRANSPORT															
Local Channel - Dedicated - 2-Wire Voice Grade per month															
Local Channel - Dedicated - 4-Wire Voice Grade per month															
Local Channel - Dedicated - DS1 per month															
Local Channel - Dedicated - DS3 Facility Termination per month															
LOCAL INTERCONNECTION MID-SPAN MEET															
NOTE 1 Access Service Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable															
Local Channel - Dedicated - DS1 per month															
Local Channel - Dedicated - DS3 per month															
MULTILEXERS															
Channelization - DS1 to DS0 Channel System															
DS3 to DS1 Channel System per month															
DS3 Interface Unit (DS3 COCH) per month															
Notes If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff															

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 3, A day of Sept, 2004:

Director of Interconnection Services
Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021

Vice President – Public Policy and Government Affairs
Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021



A handwritten signature in black ink, appearing to read "Guy M. Hicks". The signature is written over a horizontal line.